

**CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF TRUST**

BK 010 | PG 0569

WHEREAS, Paul Dean Whitfield, Sr. as Grantor and Co-Trustee, along with his son, Paul Dean Whitfield, Jr. as Co-Trustee executed an agreement establishing the "Paul Dean Whitfield Revocable Trust," (hereinafter "Agreement"); and

WHEREAS, the Agreement provides that upon the death of the Grantor, the Paul Dean Whitfield Revocable Trust becomes the "Whitfield Family Trust," an irrevocable trust with Paul Dean Whitfield, Jr. and Joseph Bryant Whitfield as the Successor Co-Trustees; and

WHEREAS, the Grantor departed this life on February 26, 2002; and

WHEREAS, the Successor Trustees executed a Certificate of Trust (hereinafter "Certificate") and filed same in Power of Attorney Book 94 at page 526 on June 13, 2002 and at page 618 on June 21, 2002; and

WHEREAS, the Certificate reflected the name of the Trust as the "Paul Dean Whitfield Sr. Revocable Trust;" and

WHEREAS, the Successor Trustees wish to amend the Certificate as provided by Miss. Code Ann. § 91-9-7, as amended.

NOW therefor, the Successor Trustees hereby amend and restate the Certificate of Trust as provided herein below and in accordance with the provisions of Miss. Code Ann. § 91-9-7, as amended, and certify the following:

- (a). The name of the Trust is the "Whitfield Family Trust", formally know as the Paul Dean Whitfield Sr. Revocable Trust.
- (b). The street and mailing address of the office of the Trust are:

1473 Highway 51 South  
Hernando, Mississippi 38632

The street and mailing address of the office of the Primary Trustees:

1473 Highway 51 South  
Hernando, Mississippi 38632

Upon the death of the Grantor, the names and street and mailing addresses of the persons who are authorized to act as successor co-trustees pursuant to and under the Agreement at the time of the execution of this Certificate are:

Joseph Bryant Whitfield  
415 Country Club Drive  
Hernando, Mississippi 38632

STATE MS. - DESOTO CO.  
FILED

PS

JAN 16 1 20 PM '04

101 PG 569  
RECEIVED ON CLK.

Paul Dean Whitfield, Jr.  
1885 Tara Street  
Hernando, Mississippi 38632

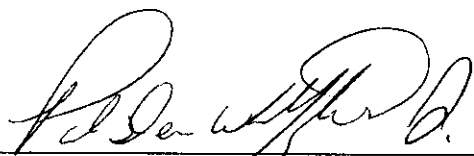
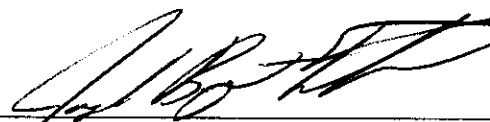
- (c) The name and street and mailing address of the Grantor is:

Paul Dean Whitfield, Sr.  
1473 Highway 51 South  
Hernando, Mississippi 38632

- (d) The legal descriptions of all interests in real property which are and shall be owned by or conveyed to the Trust and which are located in the Mississippi County of the Chancery Court Clerk's Office in which this Certificate is and shall be filed are attached to this Certificate as Exhibit "A".
- (e) That anticipated date of termination of the Trust is perpetual.
- (f) The Trust Agreement grants the Trustee all power granted to trustees by the Uniform Trustees's Powers Law found in Miss. Code Ann. §§91-9-101, et seq., as amended, which are therein incorporated by reference, and all other powers granted to trustees by law.

The Successor Co-trustees further hereby certify that no provision in the Trust Agreement, or any amendment to the Trust Agreement, exist which limited the powers and authority of the trustee(s) to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert, allot or sell upon deferred payments the Trust assets, including real and personal property.

The Successor Co-trustees hereby certify that the statements and representation contained in this Certificate are true and correct, and that the Trust Agreement has not been altered, amended, modified or revoked in any manner which would cause the statements and representations in this Certificate to be incorrect.

  
\_\_\_\_\_  
Paul Dean Whitfield, Jr.  
Successor Co-Trustee  
\_\_\_\_\_  
Joseph Bryant Whitfield  
Successor Co-Trustee

STATE OF MISSISSIPPI

COUNTY OF DESOTO

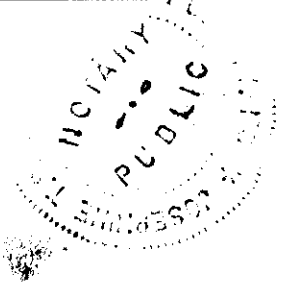
**PERSONALLY CAME AND APPEARED BEFORE ME**, the undersigned authority at law in and for the aforesaid jurisdiction, Paul Dean Whitfield, Jr., who acknowledged that he executed the above and foregoing Certificate of Amendment to Certificate of Trust on the day and year therein shown.

**GIVEN UNDER MY HAND AND OFFICIAL SEAL**, this the 14<sup>th</sup> day of December, 2003.

  
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATE BAR ASSOCIATION  
MY COMMISSION EXPIRES 7/1/07  
BOND: \$10,000.00



STATE OF MISSISSIPPI

COUNTY OF DESOTO

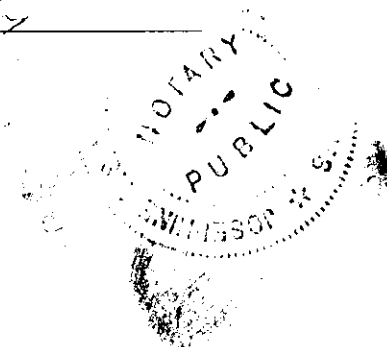
**PERSONALLY CAME AND APPEARED BEFORE ME**, the undersigned authority at law in and for the aforesaid jurisdiction, Joseph Bryant Whitfield, who acknowledged that he executed the above and foregoing Certificate of Amendment to Certificate of Trust on the day and year therein shown.

**GIVEN UNDER MY HAND AND OFFICIAL SEAL**, this the 14<sup>th</sup> day of December, 2003.

  
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATE BAR ASSOCIATION  
MY COMMISSION EXPIRES 7/1/07  
BOND: \$10,000.00



**CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF TRUST**

**EXHIBIT "A"**

That land and property situated in the City of Hernando, DeSoto County, Mississippi, and being more particularly described as follows, to-wit:

**Tract 1:**

The parcel or tract of land in Section 13, Township 3, Range 8 West, beginning at the northwest corner of the lot or tract of land sold by James P. Tipton, et ux to the Trustees of the Hernando Church of Christ by Warranty Deed of record in Book 32, Page 154, of the deed records of DeSoto County, Mississippi, run thence east a distance of 315 feet to a stake, run thence north a distance of 315 feet to a stake, run then west parallel with the north line of said Hernando Church of Christ lot or tract of land 315 feet to a state in the east right of way line of U.S. Highway 51, run thence south along the east right of way line of U.S. Highway 51 to the point of beginning, containing 2.28 acres, more or less. And being the same land conveyed to Paul D. Whitfield by Warranty Deed dated August 1, 1995 as recorded at Deed Book 288, page 636, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

**Tract 2:**

Beginning at a point located at the SE corner of the SW quarter of Section 19, Township 3 South, Range 7 West, said point being point of beginning; thence S00°29'04" W, 265.12' to a point; thence S55°08'24" W, 432.56' to a point; thence S 325.28' to a point; thence S88°43'40" W, 694.14' to a point; thence N55°50' W, 522.93' to a point; thence S4°24' W, 279.18' to a point; thence S64° 48E, 523.97' to a point; thence S 104.66' to a point; thence S88°27'34" W, 417.5' to a point; thence N 208.75" to a point; thence S88°27'34" W, 417.5' to a point; thence 377.5' to a point; thence 88°27'34" W, 162.44' to a point; thence N10°31'19" W, 383.43' to a point; thence S79°5'10" W, 27' to a point; thence N0°18'19" W, 105' to a point; thence S78°53'21" W, 416.4' to a point on the E R/W of Highway 51; thence N0°28'19" W, 787.13' to the PI of 51 Highway East R/W & the S R/W of Deer Trail Drive; thence N89°31'41" E, 505' to a point on S R/W of Deer Trail Drive; thence S0°28'19" E, 467.18' to a point; thence N65°53'14" E, 909.56' to a point; thence N47°37'06" E, 402.91' to a point; thence N83°55' E, 62.81' to a point; thence N75°20'17" E, 311.76' to a point; thence N65°56'01" E, 647.19' to a point; thence S0°29'24" W, 349.95' to a point of beginning; said parcel containing 41.2 acres, more or less and lies in Sections 19 & 30, Township 3 South, Range 7 West.

This being the same property as described in Deed Book 151, Page 245, in the Office of the Chancery Clerk of DeSoto County, Mississippi. Also known and identified as Parcel No. 3074-1900.0-00017.00 and Parcel No. 3079-3000.0-0000600.

**Tract 3:**

Lot 6, First Revision to Lots 1, 4 and 5 of Moore 5-Lot Subdivision in Section 25, Township 1 South, Range 8 West, in the City of Southaven, DeSoto County, Mississippi, as shown by plat appearing of record in Plat Book 37, at Page 5, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

Prepared by and Return original  
Certificate of Amendment of Certificate of Trust to:

Lawrence B. Austin  
Attorney at Law  
153 North Maple Street  
Ridgeland, Mississippi 39157-2857  
Office (601) 853-9234  
Fax (601) 853-9244

ATTORNEY